



QUARTERLY STATEMENT

AS OF JUNE 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

American Dental Providers of Arkansas, Inc.

NAIC Group Code	0119	0119	NAIC Company Code	11559	Employer's ID Number	58-2302163
	(Current Period)	(Prior Period)				
Organized under the Laws of	Arkansas			State of Domicile or Port of Entry	Arkansas	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [X] No []	
Incorporated/Organized	01/29/1997		Commenced Business		03/20/1997	
Statutory Home Office	c/oCSC300SpringBldg,Ste900,300S.SpringSt			Little Rock, AR 72201		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	100 Mansell Court East, Suite 400		Roswell, GA 30076		770-998-8936	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	100 Mansell Court East, Suite 400		Rosell, GA 30076			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	100 Mansell Court East, Suite 400		Roswell, GA 30076		770-998-8936	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.compbenefits.com					
Statutory Statement Contact	Robyn Agnew		502-580-8257			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	DOIINQUIRIES@humana.com		502-580-2099			
	(E-mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Gerald Lawrence Ganoni	President	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Jonathan Albert Canine	Appointed Actuary

OTHER OFFICERS

George Grant Bauernfeind	Vice President	Elizabeth Diane Bierbower	Pres, Employer Group Segment
John Gregory Catron	VP & Chief Compliance Officer	Roy Goldman Ph.D	VP & Chief Actuary
Charles Frederic Lambert, III	Vice President	Brian Phillip LeClaire #	Sr VP & Chief Svc & Info Offier
Heidi Suzanne Margulis	Sr. Vice President	Mark Matthew Matzke	VP-Strategic Mgmt Small Group
	Segment VP, Employer Group Sales		
Richard Donald Remmers #	Vice President	Gilbert Alan Stewart	Vice President
William Joseph Tait	Vice President	Joseph Christopher Ventura	Assistant Secretary
Tod James Zacharias	Vice President		

DIRECTORS OR TRUSTEES

James Harry Bloem #	Michael Benedict McCallister	James Elmer Murray
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State of Kentucky ss
County of Jefferson

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Gerald Lawrence Ganoni President	Joan Olliges Lenahan VP & Corporate Secretary	James Harry Bloem Sr. VP, CFO & Treasurer
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Subscribed and sworn to before me this 10th day of August, 2012

Julia Basham, Notary Public
January 10, 2013

- a. Is this an original filing? Yes [X] No []
- b. If no:
1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	104,855		104,855	104,811
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$115,346), cash equivalents (\$299,999) and short-term investments (\$25,534)	440,879		440,879	414,832
6. Contract loans (including \$0 premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	545,734	0	545,734	519,643
13. Title plants less \$0 charged off (for Title insurers only)			0	0
14. Investment income due and accrued	767		767	769
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	20,205	6,106	14,099	10,299
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	308	42	266	265
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$0)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$0) and other amounts receivable	1,339		1,339	81
25. Aggregate write-ins for other than invested assets	1,086	1,086	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	569,439	7,234	562,205	531,057
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	569,439	7,234	562,205	531,057
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses	909	909	0	0
2502. Prepaid Commissions	177	177	0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	1,086	1,086	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded).....	7,856	251	8,107	6,886
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	62		62	52
4. Aggregate health policy reserves including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	2,567		2,567	2,403
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	1,383		1,383	1,373
9. General expenses due or accrued	64,048		64,048	41,399
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	4,793		4,793	19,545
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	25,873		25,873	19,855
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers and \$ unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	106,582	251	106,833	91,513
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	100,000	100,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	2,607,976	2,607,976
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(2,252,604)	(2,268,432)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	455,372	439,544
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	562,205	531,057
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	5,507	4,893	9,785
2. Net premium income (including \$ 0 non-health premium income).....	XXX	120,858	94,314	199,036
3. Change in unearned premium reserves and reserve for rate credits	XXX	(164)	122	(31)
4. Fee-for-service (net of \$ 0 medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	120,694	94,436	199,005
Hospital and Medical:				
9. Hospital/medical benefits			0	0
10. Other professional services	1,293	41,740	36,534	71,895
11. Outside referrals			0	0
12. Emergency room and out-of-area			0	0
13. Prescription drugs			0	0
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	1,293	41,740	36,534	71,895
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	1,293	41,740	36,534	71,895
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 1,233 cost containment expenses.....		2,033	1,834	3,956
21. General administrative expenses.....		48,613	44,811	54,239
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	1,293	92,386	83,179	130,090
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	28,308	11,257	68,915
25. Net investment income earned		1,008	1,044	1,990
26. Net realized capital gains (losses) less capital gains tax of \$ 0			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,008	1,044	1,990
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0) (amount charged off \$ 0)]			0	0
29. Aggregate write-ins for other income or expenses	0	383	489	899
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	29,699	12,790	71,804
31. Federal and foreign income taxes incurred	XXX	8,530	4,546	26,928
32. Net income (loss) (Lines 30 minus 31)	XXX	21,169	8,244	44,876
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Administrative Income.....		383	489	899
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	383	489	899

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	439,544	391,488	391,488
34. Net income or (loss) from Line 32	21,169	8,244	44,876
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$0		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	572
39. Change in nonadmitted assets	(5,341)	987	2,608
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	15,828	9,231	48,056
49. Capital and surplus end of reporting period (Line 33 plus 48)	455,372	400,719	439,544
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	112,638	101,220	203,612
2. Net investment income	965	1,002	1,902
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	113,603	102,222	205,514
5. Benefit and loss related payments	40,519	35,942	71,792
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	27,604	25,510	53,258
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses).....	23,282	18,264	17,258
10. Total (Lines 5 through 9)	91,405	79,716	142,308
11. Net cash from operations (Line 4 minus Line 10)	22,198	22,506	63,206
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1	0	0
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	0
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	1	0	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	3,849	83,630	44,720
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	3,849	83,630	44,720
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	26,048	106,136	107,926
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	414,831	306,905	306,905
19.2 End of period (Line 18 plus Line 19.1)	440,879	413,041	414,831

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	826	.0	.0	.0	.0	826	.0	.0	.0	.0
2 First Quarter	911	.0	.0	.0	.0	911	.0	.0	.0	.0
3 Second Quarter	896	.0	.0	.0	.0	896	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	5,507					5,507				
Total Member Ambulatory Encounters for Period:										
7. Physician .....	.0									
8. Non-Physician	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a).....	120,858					120,858				
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	120,694					120,694				
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	40,519					40,519				
18. Amount Incurred for Provision of Health Care Services	41,740					41,740				

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only	5,507	35,012	788	7,319	6,295	6,886
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	5,507	35,012	788	7,319	6,295	6,886
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	5,507	35,012	788	7,319	6,295	6,886

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Arkansas Department of Insurance.

The Arkansas Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Arkansas for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Arkansas Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Arkansas. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Arkansas is shown below:

	State of Domicile		2012		2011
Net Income					
1. American Dental Providers of Arkansas, Inc. Arkansas basis	AR	\$	21,169	\$	44,876
2. State Prescribed Practices that increase/(decrease) NAIC SAP	AR		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	AR		-		-
4. NAIC SAP	AR	\$	21,169	\$	44,876
Surplus					
5. American Dental Providers of Arkansas, Inc. Arkansas basis	AR	\$	455,372	\$	439,544
6. State Prescribed Practices that increase/(decrease) NAIC SAP	AR		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP	AR		-		-
8. NAIC SAP	AR	\$	455,372	\$	439,544

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members' prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2)-(4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. The Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

- (5) Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

(6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.

(7) Not Applicable.

(8) Not Applicable.

(9) Not Applicable.

(10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

(12) The Company does not hold real estate for the production of income. No equipment is held by the Company.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

(13) Not Applicable.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

NOTES TO THE FINANCIAL STATEMENTS

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at June 30, 2012.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

The Company has no repurchase agreements or securities lending transactions.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loan default.

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2011. The Company is still evaluating the impact of adopting SSAP 101.

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2011 and 2010 were approximately \$40,300 and \$20,800 respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-Company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. At June 30, 2012, the Company reported \$25,900 amounts due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.

G. Not Applicable.

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

11. Debt

A. Debt, Including Capital Notes

The Company has no capital notes outstanding.

The Company has no debentures outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan-Back (FHLB) Agreements

The Company does not have any FHLB agreements.

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

NOTES TO THE FINANCIAL STATEMENTS

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

- A. Defined Benefit Plan
Not Applicable.
- B. Defined Contribution Plan
Not Applicable.
- C. Multiemployer Plans
Not Applicable.
- D. Consolidated/Holding Company Plans
No material change since year-end December 31, 2011.
- E. Post Employment Benefits and Compensated Absences
Not Applicable.
- F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)
Not Applicable.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

- (1) The company has \$100 par value common stock with 1,000 shares authorized, issued and outstanding. All shares are common stock.
- (2) The Company has no preferred stock outstanding.
- (3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution which, together with other dividends or distributions made within the preceding twelve months, exceeds the lesser of (a) 10 percent of the company's policyholder surplus as of December 31 of the prior year, or (b) the net income, for the twelve month period ending December 31 of the prior year.
Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
No dividends were paid by the Company.
- (6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- (7) Not Applicable.
- (8) Not Applicable.
- (9) Not Applicable.
- (10) Not Applicable.
- (11) Not Applicable.
- (12) Not Applicable.
- (13) Not Applicable.

14. Contingencies

- A. Contingent Commitments
Not Applicable.
- B. Assessments
Not Applicable.
- C. Gain Contingencies
Not Applicable.
- D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits
Not Applicable.
- E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Company does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of June 30, 2012.

15. Leases

No material change since December 31, 2011.

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

NOTES TO THE FINANCIAL STATEMENTS

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentration of Credit Risk

The Company has no investment in Financial Instruments with Off Balance Sheet Risk or Concentration of Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

Not Applicable.

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

Not Applicable.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Fair Value Measurements

A. The Company did not have any financial assets carried at fair value at June 30, 2012.

B. Not Applicable.

C. Not Applicable.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- (1) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

- (2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:
- a. Residential mortgage backed securities – No substantial exposure noted.
 - b. Collateralized debt obligations – No substantial exposure noted.
 - c. Structured Securities (including principal protected notes) – No substantial exposure noted.
 - d. Debt Securities of companies with significant sub-prime exposure – No substantial exposure noted.
 - e. Equity securities of companies with significant sub-prime exposure – No substantial exposure noted.
 - f. Other Assets – No substantial exposure noted.
- (3) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

- (4) Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through August 8, 2012 for the statutory statement issued on August 8, 2012.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10.0 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$6,938. As of June 30, 2012, \$5,549 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$794 as a result of reestimation of unpaid claims and claim adjustment expenses on the dental line of insurance. Therefore, there has been a \$595 favorable prior-year development since December 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The company has no retrospectively rated policies.

26. Intercompany Pooling Arrangements

A.-F. Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Not Applicable.

B. Risk Sharing Receivables

Not Applicable.

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

- | | |
|---|-----------------------|
| 1. Liability carried for premium deficiency reserves | \$ - |
| 2. Date of the most recent evaluation of this liability | June 30, 2012 |
| 3. Was anticipated investment income utilized in the calculation? | Yes () No (X) |

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.15%.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

05/10/2012
- 6.4

By what department or departments?

Arkansas Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []

9.11

If the response to 9.1 is No, please explain:
.....

9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

11.2

If yes, give full and complete information relating thereto:
.....

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

13.

Amount of real estate and mortgages held in short-term investments:\$0

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]

14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$0	\$0
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase.....	4 New York Plaza, 15th Floor, New York, NY 1004-2413, ATTN: Charles Tuzzolino.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	35.6 %
1.2 A&H cost containment percent	1.0 %
1.3 A&H expense percent excluding cost containment expenses.....	40.7 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF JUNE 30, 2012 OF THE American Dental Providers of Arkansas, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N						0	
2. Alaska	AK	N						0	
3. Arizona	AZ	N						0	
4. Arkansas	AR	L	120,858					120,858	
5. California	CA	N						0	
6. Colorado	CO	N						0	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. Dist. Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	N						0	
14. Illinois	IL	N						0	
15. Indiana	IN	N						0	
16. Iowa	IA	N						0	
17. Kansas	KS	N						0	
18. Kentucky	KY	N						0	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	N						0	
23. Michigan	MI	N						0	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	N						0	
27. Montana	MT	N						0	
28. Nebraska	NE	N						0	
29. Nevada	NV	N						0	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	N						0	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	N						0	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	N						0	
41. South Carolina	SC	N						0	
42. South Dakota	SD	N						0	
43. Tennessee	TN	N						0	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	N						0	
48. Washington	WA	N						0	
49. West Virginia	WV	N						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	120,858	0	0	0	0	0	120,858	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	120,858	0	0	0	0	0	120,858	0
DETAILS OF WRITE-INS									
5801.	XXX							0	
5802.	XXX							0	
5803.	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

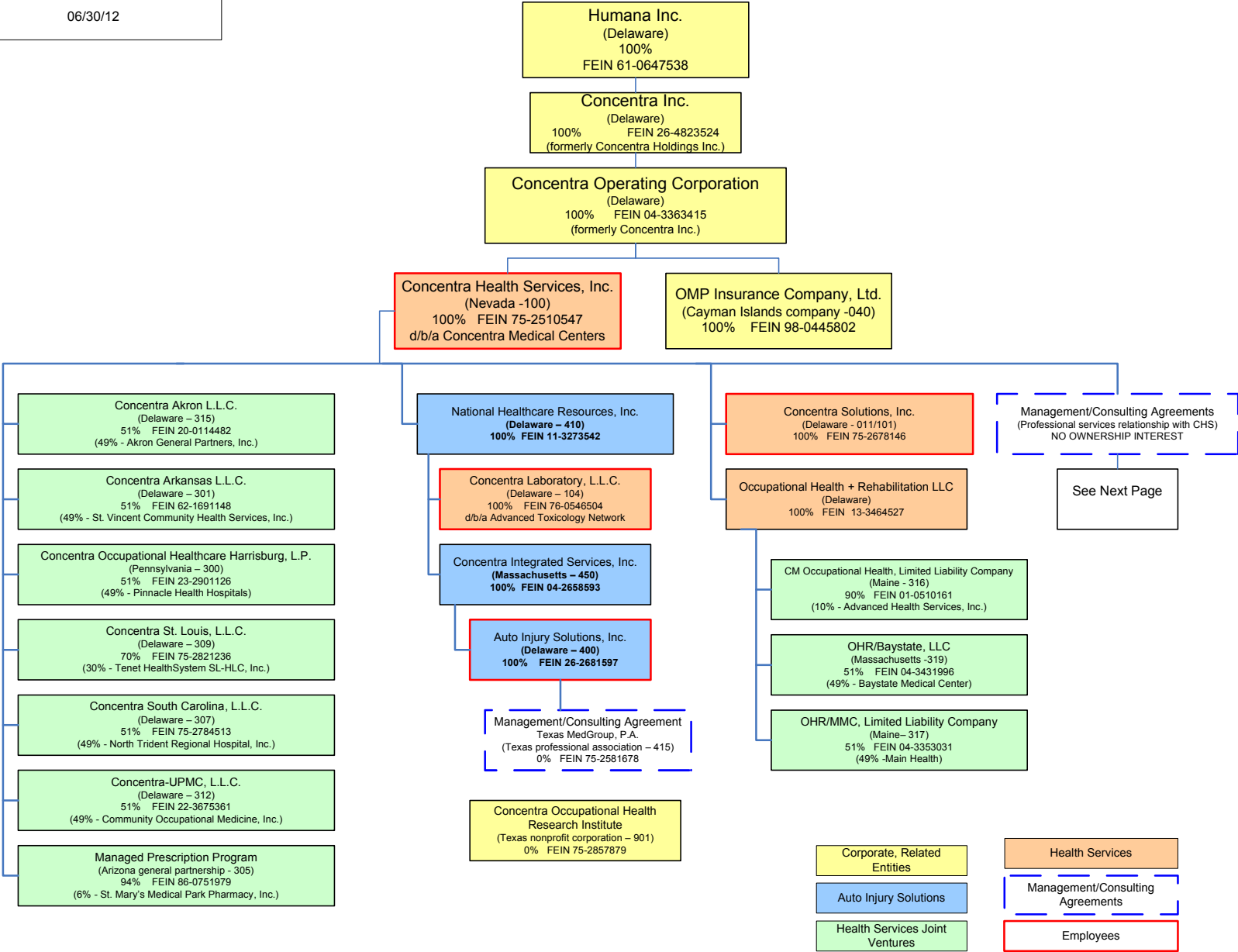
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



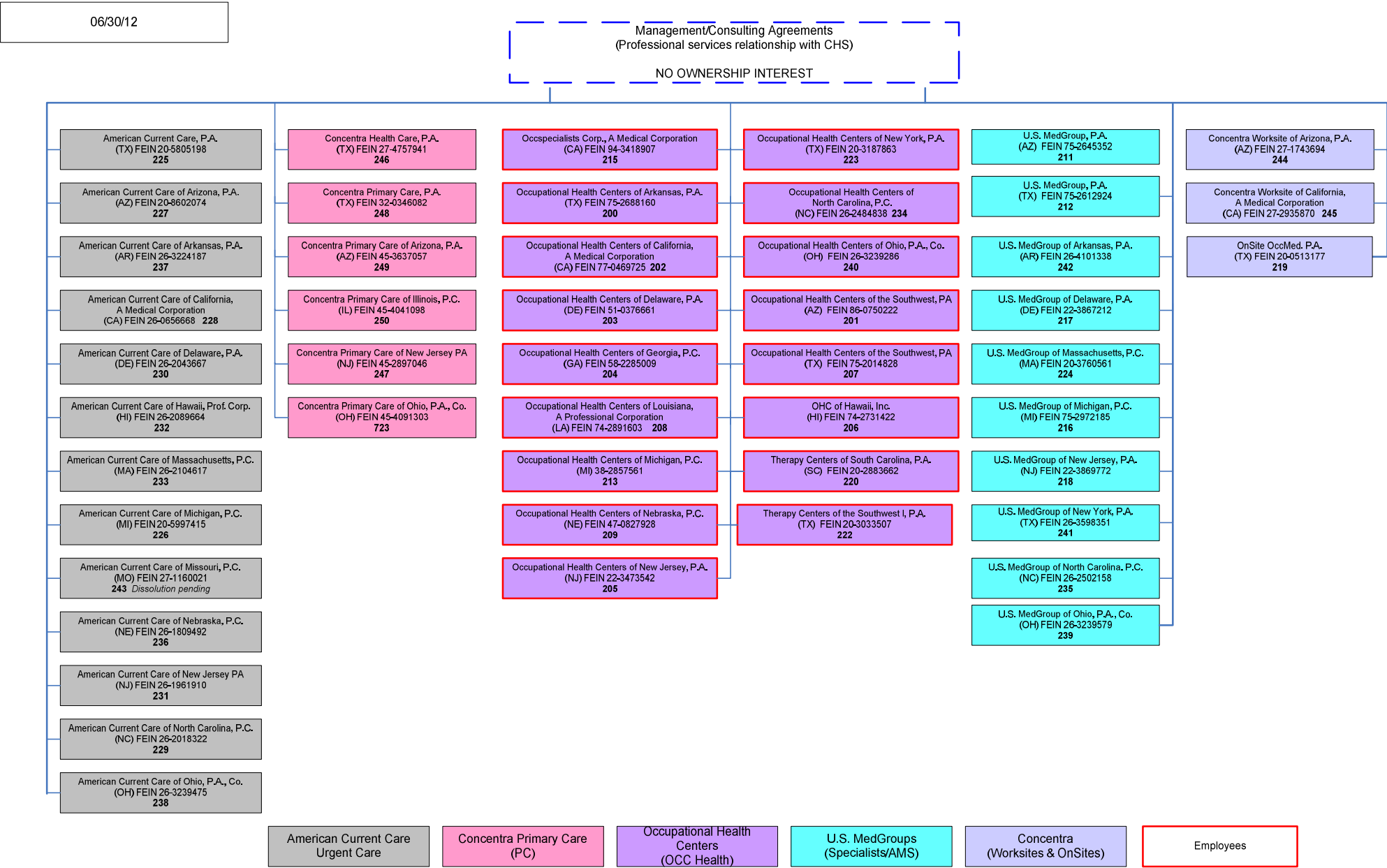
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

06/30/12



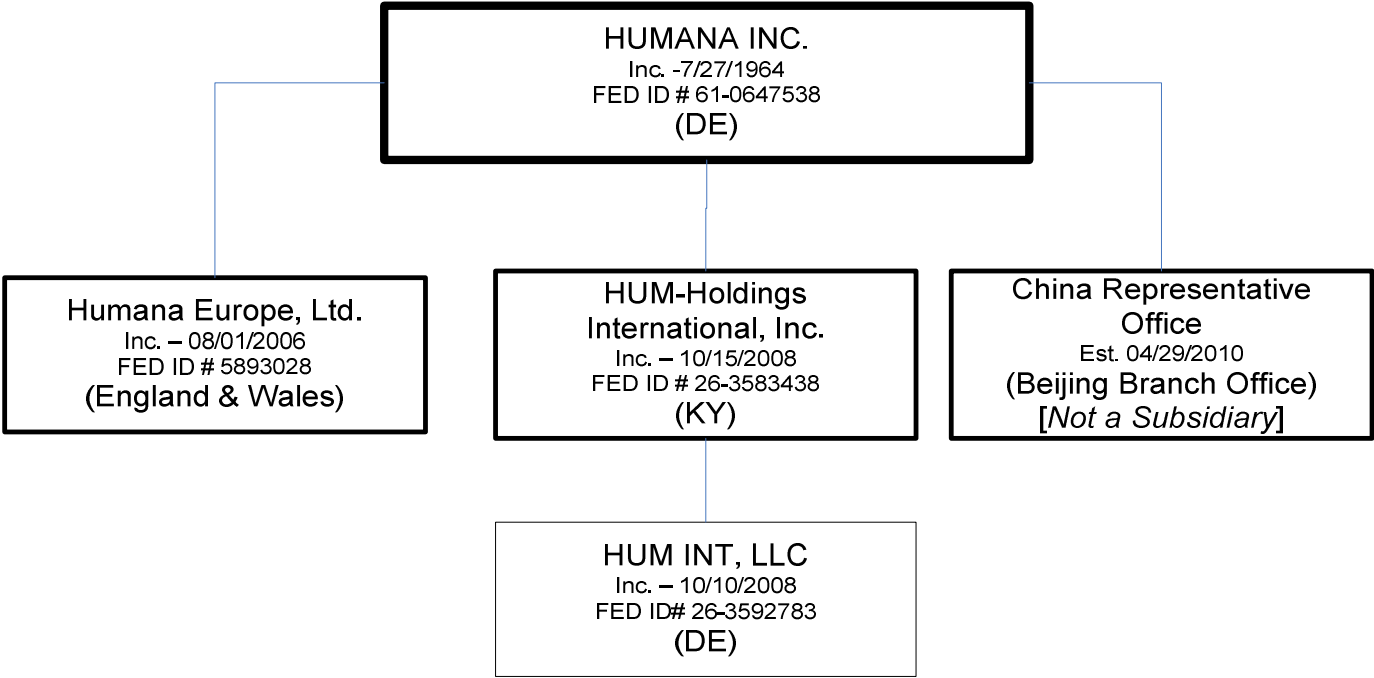
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

15.2



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

HUMANA INTERNATIONAL SUBSIDIARIES



SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001.....	Humana Inc.....	00000.....	39-1514846.....				CareNetwork, Inc.....	WI.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00002.....	Humana Inc.....	95885.....	61-1013183.....				Humana Health Plan, Inc.....	KY.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00003.....	Humana Inc.....	73288.....	39-1263473.....				Humana Insurance Company|.....	WI.....	IA.....	CareNetwork, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00004.....	Humana Inc.....	95519.....	58-2209549.....				Humana Employers Health Plan of GA, Inc.....	GA.....	IA.....	Humana Insurance Company.....	Ownership.....	100.0.....	Humana inc.....	
00005.....	Humana Inc.....	60219.....	61-1311685.....				Humana Insurance Company of Kentucky.....	KY.....	IA.....	Humana Insurance Company.....	Ownership.....	100.0.....	Humana Inc.....	
00006.....	Humana Inc.....	54739.....	52-1157181.....				The Dental Concern, Inc.|.....	KY.....	IA.....	HumanaDental, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00007.....	Humana Inc.....	52028.....	36-3654697.....				The Dental Concern, Ltd.|.....	IL.....	IA.....	HumanaDental, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00008.....	Humana Inc.....	95342.....	39-1525003.....				Humana Wisc. Health Org. Ins. Corp.....	WI.....	IA.....	CareNetwork, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00009.....	Humana Inc.....	00000.....	61-1223418.....				Health Value Management, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00010.....	Humana Inc.....	69671.....	61-1041514.....				Humana Health Ins. Co. of Florida, Inc.....	FL.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00011.....	Humana Inc.....	00000.....	31-1154200.....				Humana Health Plan of Ohio, Inc.....	OH.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00012.....	Humana Inc.....	95024.....	61-0994632.....				Humana Health Plan of Texas, Inc.|.....	TX.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00013.....	Humana Inc.....	95270.....	61-1103898.....				Humana Medical Plan, Inc.....	FL.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00014.....	Humana Inc.....	00000.....	61-1241225.....				Humana Military Healthcare Services, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00015.....	Humana Inc.....	00000.....	61-1232669.....				Managed Care Indemnity, Inc.....	VT.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00016.....	Humana Inc.....	00000.....	61-1343508.....				Humana MarketPOINT, Inc.....	KY.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00017.....	Humana Inc.....	00000.....	61-1239538.....				Humco, Inc.....	KY.....	NIA.....	Humana Health Plan, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	66-0406896.....				Humana Health Plans of Puerto Rico, Inc.....	PR.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	84603.....	66-0291866.....				Humana Insurance of Puerto Rico, Inc.....	PR.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	61-1364005.....				HumanaDental, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	70580.....	39-0714280.....				HumanaDental Insurance Company.....	WI.....	IA.....	HumanaDental, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	61-1237697.....				Emphesys, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	88595.....	31-0935772.....				Emphesys Insurance Company.....	TX.....	IA.....	Emphesys, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	61-0647538.....		0000049071	NYSE.....	Humana Inc.....	DE.....	UIP.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	61-1316926.....				Humana Pharmacy, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	61-1383567.....				HUM-e-FL, Inc.....	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	42-1575099.....				Competitive Health Analytics, Inc.....	IL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	71-0732385.....				Humana Health Plan Interests, Inc.....	LA.....	NIA.....	Humana Insurance Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	95642.....	72-1279235.....				Humana Health Benefit Plan of LA, Inc.....	LA.....	IA.....	Humana Health Plan Interests, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	61-1343791.....				Humana Innovation Enterprises, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-1724127.....				Preservation on Main, Inc.....	KY.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	26-0010657.....				CAC-Florida Medical Centers, LLC.....	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	95092.....	59-2598550.....				CarePlus Health Plans, Inc.....	FL.....	IA.....	CPHP Holdings, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	75-2043865.....				Corphealth, Inc.....	TX.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	30-0117876.....				CPHP Holdings, Inc. American Tax Credit Corp GA Fund III,LLC	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	61-1478012.....					DE.....	OTH.....	See Footnote 1.....	Other Board of Directors.....		Humana Inc.....	1.....
00119.....	Humana Inc.....	00000.....	59-3715944.....				Availity, L.L.C.....	DE.....	OTH.....	See Footnote 2.....			Humana Inc.....	2.....
00119.....	Humana Inc.....	00000.....	61-1279716.....				CHA Service Company.....	KY.....	NIA.....	Humana Health Plan, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	95158.....	61-1279717.....				CHA HMO, Inc.....	KY.....	IA.....	CHA Service Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....					Healthcare E-Commerce Initiative, Inc.....	PR.....	OTH.....	See Footnote 4.....	Other.....		Humana Inc.....	4.....
00119.....	Humana Inc.....	00000.....	20-4835394.....				Humana Active Outlook, Inc.....	KY.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-1717441.....				Humana Govt. Network Services, Inc.....	DE.....	NIA.....	Humana Military Healthcare Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	39-1769093.....				Independent Care Health Plan.....	WI.....	OTH.....	See Footnote 5.....	Other.....		Humana Inc.....	5.....
00119.....	Humana Inc.....	00000.....	20-3355580.....				Sensei, Inc.....	DE.....	OTH.....	See Footnote 6.....	Other.....		Humana Inc.....	6.....
00119.....	Humana Inc.....	00000.....	20-5309363.....				515-526W MainSt CondoCouncilofCo-Owners.....	KY.....	NIA.....	Preservation on Main, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-8236655.....				Corphealth Provider Link, Inc.....	TX.....	NIA.....	Corphealth, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	33-0916248.....				DefenseWeb Technologies, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	12634.....	20-2888723.....				Humana Insurance Company of New York.....	NY.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-3364857.....				Humana MarketPOINT of Puerto Rico, Inc.....	PR.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	12908.....	20-8411422.....				Humana Medical Plan of Utah, Inc.....	UT.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-8418853.....				Humana Veterans Healthcare Services, Inc.....	DE.....	NIA.....	Humana Military Healthcare Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	95107.....	56-1796975.....				American Dental Plan of N. C., Inc.....	NC.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	11559.....	58-2302163.....				American Dental Providers of Ark., Inc.....	AR.....	OTH.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	19.....
00119.....	Humana Inc.....	52015.....	59-2531815.....				CompBenefits Company.....	FL.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	04-3185995.....				CompBenefits Corporation.....	DE.....	UIP.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	59-1843760.....				Humana Dental Company.....	FL.....	UDP.....	CompBenefits Corporation.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	11228.....	36-3686002.....				Dental Care Plus Management Corporation.....	IL.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	58-2228851.....				CompBenefits Direct, Inc.....	DE.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	60984.....	74-2552026.....				CompBenefits Insurance Company.....	TX.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	12250.....	63-1063101.....				CompBenefits of Alabama, Inc.....	AL.....	IA.....	HumanaCares, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	58-2198538.....				CompBenefits of Georgia, Inc.....	GA.....	IA.....	HumanaCares, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	36-3512545.....				Dental Care Plus Management Corp.....	IL.....	NIA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	95161.....	76-0039628.....				DentiCare, Inc.....	TX.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	62-1245230.....				Kanawha HealthCare Solutions, Inc.....	TN.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	65110.....	57-0380426.....				Kanawha Insurance Company.....	SC.....	IA.....	KMG America Corporation.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-1377270.....				KMG America Corporation.....	VA.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	65-0274594.....				HumanaCares, Inc.....	FL.....	NIA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	74-2352809.....				Texas Dental Plans, Inc.....	TX.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	95754.....	62-1579044.....				Cariten Health Plan Inc.....	TN.....	IA.....	PHP Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	82740.....	62-0729865.....				Cariten Insurance Company.....	TN.....	IA.....	PHP Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	10126.....	65-1137990.....				Humana AdvantageCare Plan, Inc.....	FL.....	IA.....	Humana Medical Plan, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	60052.....	37-1326199.....				Humana Benefit Plan of Illinois, Inc.....	IL.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	26-3473328.....				Humana Health Plan of California, Inc.....	CA.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	62-1552091.....				PHP Companies, Inc.....	TN.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	95749.....	62-1546662.....				Preferred Hlth Partnership of Tenn., Inc.....	TN.....	IA.....	PHP Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	62-1250945.....				Preferred Health Partnership, Inc.....	TN.....	NIA.....	PHP Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	26-4522426.....				Humana WellWorks LLC.....	DE.....	NIA.....	Health Value Management, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	27-1323221.....				Humana Military Dental Services, Inc.....	DE.....	NIA.....	Humana Military Healthcare Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	26-4823524.....				Concentra Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	14224.....	27-3991410.....				Humana Medical Plan of Michigan, Inc.....	MI.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	27-4660531.....				Humana Medical Plan of Pennsylvania, Inc.....	PA.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	86-1050795.....				Hummingbird Coaching Systems LLC.....	OH.....	NIA.....	Corphealth, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	27-4535747.....				The Vitality Group, LLC.....	DE.....	OTH.....	See Footnote 7.....	Ownership.....	25.0.....	Humana Inc.....	7
00119.....	Humana Inc.....	00000.....	45-2254346.....				HumanaVitality, LLC.....	DE.....	OTH.....	See Footnote 7.....	Ownership.....	75.0.....	Humana Inc.....	7
00119.....	Humana Inc.....	00000.....	45-3116348.....				Humana Pharmacy Solutions, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	45-3116348.....				HomeCare Health Solutions, Inc.....	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-1981339.....				M.D. Care, Inc.....	CA.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	77-0540040.....				Anvita, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	45-3777894.....				HUMphire, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	27-3387971.....				Arcadian Choice, Inc.....	TX.....	NIA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	12628.....	20-5089611.....				Arcadian Health Plan of Georgia, Inc.....	GA.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	11954.....	20-8688983.....				Arcadian Health Plan of Louisiana, Inc.....	LA.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	13558.....	26-2800286.....				Arcadian Health Plan of New York, Inc.....	NY.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	12999.....	26-0500828.....				Arcadian Health Plan of North Carolina, Inc.....	NC.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	12151.....	20-1001348.....				Arcadian Health Plan, Inc.....	WA.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	86-0836599.....				Arcadian Management Services, Inc.....	DE.....	NIA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	
00119.....	Humana Inc.....	12282.....	20-2036444.....				Arkansas Community Care, Inc.....	AR.....	IA.....	Arcadian Management Services, Inc./Arcadia Health Plan, Inc.....	Ownership.....		Humana Inc.....	18
00119.....	Humana Inc.....	00000.....	20-8602074.....				American Current Care of Arizona, P.A.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	26-3224187.....	.....	.....	.....	American Current Care of Arkansas, P.A.....	AR.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-0656668.....	.....	.....	.....	Amer Current Care of CA, A Med. Corp.....	CA.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-2043667.....	.....	.....	.....	American Current Care of DE, P.A.....	DE.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-2089664.....	.....	.....	.....	American Current Care of HI, Prof. Corp.....	HI.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-2104617.....	.....	.....	.....	American Current Care of MA, P.C.....	MA.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	20-5997415.....	.....	.....	.....	American Current Care of Michigan, P.C.....	MI.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	27-1160021.....	.....	.....	.....	American Current Care of Missouri, P.C.....	MO.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-1809492.....	.....	.....	.....	American Current Care of Nebraska, P.C.....	NE.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-1961910.....	.....	.....	.....	American Current Care of New Jersey PA.....	NJ.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-2018322.....	.....	.....	.....	American Current Care of NC, P.C.....	NC.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-3239475.....	.....	.....	.....	American Current Care of Ohio, P.A., Co.....	OH.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	20-5805198.....	.....	.....	.....	American Current Care, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-2681597.....	.....	.....	.....	Auto Injury Solutions, Inc.....	DE.....	NIA.....	Concentra Integrated Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	01-0510161.....	.....	.....	.....	CM Occupational Health, L.L.C.....	ME.....	NIA.....	See Footnote 8.....	Joint Venture.....	.....	Humana Inc.....	.....8
00119.....	Humana Inc.....	00000.....	20-0114482.....	.....	.....	.....	Concentra Akron, L.L.C.....	DE.....	NIA.....	See Footnote 9.....	Joint Venture.....	.....	Humana Inc.....	.....9
00119.....	Humana Inc.....	00000.....	62-1691148.....	.....	.....	.....	Concentra Arkansas, L.L.C.....	DE.....	NIA.....	See Footnote 10.....	Joint Venture.....	.....	Humana Inc.....	.....10
00119.....	Humana Inc.....	00000.....	75-2510547.....	.....	.....	.....	Concentra Health Services, Inc.....	NV.....	NIA.....	Concentra Operating Corporation.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	26-4823524.....	.....	.....	.....	Concentra Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	04-3363415.....	.....	.....	.....	Concentra Operating Corporation.....	DE.....	NIA.....	Concentra Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	04-2658593.....	.....	.....	.....	Concentra Integrated Services, Inc.....	MA.....	NIA.....	National Healthcare Resources, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	76-0546504.....	.....	.....	.....	Concentra Laboratory, L.L.C.....	DE.....	NIA.....	National Healthcare Resources, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	75-2857879.....	.....	.....	.....	Concentra Occ Health Research Institute.....	TX.....	NIA.....	Concentra Health Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	23-2901126.....	.....	.....	.....	Concentra Occ Healthcare Harrisburg, L.P.....	PA.....	NIA.....	See Footnote 11.....	Joint Venture.....	.....	Humana Inc.....	.....11
00119.....	Humana Inc.....	00000.....	75-2678146.....	.....	.....	.....	Concentra Solutions, Inc.....	DE.....	NIA.....	Concentra Health Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....
00119.....	Humana Inc.....	00000.....	75-2784513.....	.....	.....	.....	Concentra South Carolina, L.L.C.....	DE.....	NIA.....	See Footnote 12.....	Joint Venture.....	.....	Humana Inc.....	.....12
00119.....	Humana Inc.....	00000.....	75-2821236.....	.....	.....	.....	Concentra St. Louis, L.L.C.....	DE.....	NIA.....	See Footnote 13.....	Joint Venture.....	.....	Humana Inc.....	.....13
00119.....	Humana Inc.....	00000.....	27-1743694.....	.....	.....	.....	Concentra Worksite of Arizona, P.A.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....	Humana Inc.....	.....17

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	27-2935870.....				Concentra Worksite of CA, A Med. Corp.....	CA	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	22-3675361.....				Concentra-UPMC, L.L.C.....	DE	NIA	See Footnote 14.....	Joint Venture.....		Humana Inc.....	14
00119.....	Humana Inc.....	00000.....	86-0751979.....				Managed Prescription Program.....	AZ	NIA	Concentra Health Services, Inc.....	Ownership.....	100.0	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	11-3273542.....				National Healthcare Resources, Inc.....	DE	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	94-3418907.....				Occspecialists Corp., A Medical Corp.....	CA	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	75-2688160.....				Occupational Health Centers of AR, P.A.....	TX	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	77-0469725.....				Occ Health Centers of CA, A Med. Corp.....	CA	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	51-0376661.....				Occupational Health Centers of DE, P.A.....	DE	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	58-2285009.....				Occupational Health Centers of GA, P.C.....	GA	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	74-2891603.....				Occ Health Centers of LA, A Prof. Corp.....	LA	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	38-2857561.....				Occupational Health Centers of MI, P.C.....	MI	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	47-0827928.....				Occupational Health Centers of NE, P.C.....	NE	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	22-3473542.....				Occupational Health Centers of NJ, P.A.....	NJ	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	20-3187863.....				Occupational Health Centers of NY, P.A.....	TX	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	26-2484838.....				Occupational Health Centers of NC, P.C.....	NC	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	26-3239286.....				Occ Health Centers of OH, P.A., Co.....	OH	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	86-0750222.....				Occ Health Centers of the Southwest, P.A.....	AZ	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	75-2014828.....				Occ Health Centers of the Southwest, P.A.....	TX	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	74-2731442.....				OHC of Hawaii, Inc.....	HI	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	04-3353031.....				OHR/Baystate, LLC.....	MA	NIA	See Footnote 15.....	Joint Venture.....		Humana Inc.....	15
00119.....	Humana Inc.....	00000.....	04-3353031.....				OHR/MMC, Limited Liability Company.....	ME	NIA	See Footnote 16.....	Joint Venture.....		Humana Inc.....	16
00119.....	Humana Inc.....	00000.....	98-0445802.....				OMP Insurance Company, Ltd.....		NIA	Concentra Operating Corporation.....	Ownership.....	100.0	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	20-0513177.....				OnSite OccMed, P.A.....	TX	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	20-2883662.....				Therapy Centers of South Carolina, P.A.....	SC	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	20-3033507.....				Therapy Centers of the Southwest I, P.A.....	TX	NIA	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	26-4101338.....				U.S. MedGroup of Arkansas, P.A.....	AR.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	22-3867212.....				U.S. MedGroup of Delaware, P.A.....	DE.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	20-3760561.....				U.S. MedGroup of Massachusetts, P.C.....	MA.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	75-2972185.....				U.S. MedGroup of Michigan, P.C.....	MI.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	22-3869772.....				U.S. MedGroup of New Jersey, P.A.....	NJ.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	26-3598351.....				U.S. MedGroup of New York, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	26-2502158.....				U.S. MedGroup of North Carolina, P.C.....	NC.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	26-3239579.....				U.S. MedGroup of Ohio, P.A., Co.....	OH.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	75-2612924.....				U.S. MedGroup, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	75-2645352.....				U.S. MedGroup, P.A.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	13-3464527.....				Occupational Health + Rehabilitation LLC.....	DE.....	NIA.....	Concentra Health Services, Inc.....	Ownership.....	100.0	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	27-4757941.....				Concentra Health Care, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	32-0346082.....				Concentra Primary Care, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	45-2897046.....				Concentra Primary Care of New Jersey PA.....	NJ.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	75-2891678.....				Texas MedGroup, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	45-3637057.....				Concentra Primary Care of Arizona, PA.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	45-4041098.....				Concentra Primary Care of Illinois, P.C.....	IL.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	45-4091303.....				Concentra Primary Care of Ohio, P.A., Co.....	OH.....	NIA.....	See Footnote 17.....	Board of Directors.....		Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	00-5893028.....				Humana Europe, Ltd.....	GB.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	26-3583438.....				HUM-Holdings International, Inc.....	KY.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	
00119.....	Humana Inc.....	00000.....	26-3592783.....				HUM INT, LLC.....	DE.....	NIA.....	HUM-Holding International, Inc.....	Ownership.....	100.0	Humana Inc.....	17

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Asterisk	Explanation
1	American Tax Credit Corporate Georgia Fund III, L.L.C., a Delaware limited liability company, was formed on October 4, 2004 for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits. Humana Insurance Company is a Member with a 58.1736% ownership interest. The Savannah Bank, N.A. is a Member with a 1.6029% ownership interest, GMAC Insurance Georgia, L.L.C. is a Member with a 40.2133% ownership interest and Paramount Properties, Inc. is the Managing Member with 0.01% ownership interest.....
2	Availity, L.L.C., a Delaware limited liability company, was formed by affiliates of Humana Inc. and Blue Cross and Blue Shield of Florida, Inc. to develop and operate an Internet site on the World Wide Web to permit health plans to communicate and engage in electronic transactions with health care service providers initially in the State of Florida. HUM-e-FL, Inc., a subsidiary of Humana Inc., is a Member with a 22.5% ownership interest. Navigy, Inc., a subsidiary of Blue Cross and Blue Shield of Florida, Inc., is a Member with a 33.75% ownership interest, Health Care Service Corporation, a Member, has a 33.75% ownership interest, and Sellcore, Inc., a subsidiary of WellPoint and a Member, has a 10% ownership interest.....
3	Green Ribbon Health, L.L.C., a Delaware limited liability company, was formed on December 14, 2004 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Pfizer Health Solutions, Inc. to implement the Centers for Medicare and Medicaid Disease Management Program. Humana Innovation Enterprises, Inc., a subsidiary of Humana Inc., is a Member with a 50% ownership interest and Pfizer Health Solutions, Inc., a subsidiary of Pfizer, Inc. is a Member with a 50% ownership interest.....
4	Healthcare E-Commerce Initiative, Inc., a Puerto Rico non-profit corporation, formed for the purpose of promoting an electronic bill processing and other e-commerce transactions to the providers of health care services in Puerto Rico. This is a joint venture with 5 members including Cooperativa de Seguros de Vida de Puerto Rico, Inc., La Cruz Azul de Puerto Rico, Inc., Medical Card System, Inc., MMM Healthcare, Inc. and Humana Insurance of Puerto Rico, Inc. jointly with Humana Health Plans of Puerto Rico, Inc. Each of the 5 members has an equal vote.....
5	Independent Care Health Plan, a Wisconsin corporation licensed as an HMO, operates an integrated, coordinated medical and social service managed care program for chronically disabled Medicaid recipients in Milwaukee, Wisconsin. CareNetwork, Inc. owns 50% of the company's stock. New Health Services, Inc. owns the other 50%.....
6	Sensei, Inc., a Delaware corporation, was incorporated on August 24, 2005 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Card Guard AG, a Swiss corporation, dedicated to defining, building, and distributing the next generation of wireless health platforms. On December 12, 2008, Humana Innovation Enterprises, Inc. purchased all of Sensei, Inc.'s shares from Card Guard AG whereby Humana Innovation Enterprises, Inc. owned 100% of Sensei's issued and outstanding stock. On May 17, 2010, Robert Schwarzborg purchased 81% of Sensei's shares from Humana Innovation Enterprises, Inc., leaving the company with a 19% ownership interest.....
7	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group, Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC.....
8	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest.....
9	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest.....
10	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest.....
11	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest.....
12	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest.....
13	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest.....
14	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest.....
15	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest.....
16	OHR/MMC, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest.....
17	Professional Services Relationship/Agreement with Concentra health Services, Inc.....
18	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc.....
19	Reporting company.....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1. This type of business is not written.

Bar Code:

1.



11559201236500002

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	.0
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	104,811	104,723
2. Cost of bonds and stocks acquired .....		.0
3. Accrual of discount	44	88
4. Unrealized valuation increase (decrease) .....		.0
5. Total gain (loss) on disposals .....		.0
6. Deduct consideration for bonds and stocks disposed of .....		.0
7. Deduct amortization of premium .....		.0
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	104,855	104,811
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	104,855	104,811

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	480,363	1,499,970	1,550,000	55	480,362	430,388	0	480,340
2. Class 2 (a).....	0				0	0	0	0
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	480,363	1,499,970	1,550,000	55	480,363	430,388	0	480,340
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	480,363	1,499,970	1,550,000	55	480,363	430,388	0	480,340

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$325,533 ; NAIC 2 \$0 ;
NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	25,534	XXX	25,534	5	0

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	375,529	25,522
2. Cost of short-term investments acquired	5	700,007
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	350,000	350,000
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	25,534	375,529
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	25,534	375,529

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	199,995
2. Cost of cash equivalents acquired	1,799,952	2,749,915
3. Accrual of discount	47	91
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	1,500,000	2,950,001
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	299,999	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	299,999	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

SCHEDULE E - PART 2 - CASH EQUIVALENTS

E12